A word-forming game for at least two players that includes twenty-eight aligned playing pieces. Each playing piece has front and rear indicia thereon that includes an uppercase letter and a corresponding lowercase letter therebelow. The front and rear indicia of a first and twenty-eight playing pieces is a "star," while the front indicia of a second to a twenty-seventh playing piece are each respective letters of the alphabet in alphabetical order and the rear indicia of the second to the twenty-seventh playing pieces are each also respective letters of the alphabet, but in reverse alphabetical order. The method of playing the word-forming game includes making as many words as possible from the twenty-eight playing pieces, removing the associated letters therefrom each time a word is made. The last player to be able to make a word is the winner.